

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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ZACHARY ALAN STARR, individually and  
derivatively on behalf of the VAN KAMPEN  
EQUITY AND INCOME FUND, the  
VAN KAMPEN EQUITY TRUST  
and the "VAN KAMPEN FUNDS",

Plaintiff

v.

VAN KAMPEN INVESTMENTS, INC.,  
VAN KAMPEN ASSET MANAGEMENT,  
INC., MORGAN STANLEY DW INC.,  
MORGAN STANLEY INVESTMENT  
ADVISORS, INC., MORGAN  
INVESTMENTS, LP, VAN KAMPEN  
FUNDS, INC., DAVID C. ARCH, J. MILES  
BRANAGAN, JERRY D. CHOATE,  
ROD DAMMEYER, LINDA HUTTON HEAGY,  
R. CRAIG KENNEDY, HOWARD J. KERR,  
HUGO F. SONNENSHEIN, JACK E. NELSON,  
SUZANNE H. WOOLSEY,  
MITCHELL C. MERIN, RICHARD F.  
POWERS and WAYNE W. WHALEN,

Defendants

and

the VAN KAMPEN EQUITY AND INCOME  
FUND, the VAN KAMPEN EQUITY TRUST  
and the VAN KAMPEN FUNDS,

Nominal Defendants

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CIVIL ACTION

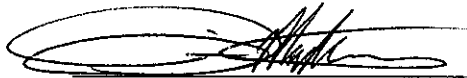
Case No. 04-CIV-3386 (RO)

DECLARATION OF TIMOTHY N. MATHEWS IN SUPPORT OF PLAINTIFF'S  
MOTION FOR LEAVE TO FILE A SECOND AMENDED DERIVATIVE COMPLAINT

Timothy N. Mathews hereby declare under penalty of perjury as follows:

1. I am an associate of the law firm of Chimicles & Tikellis LLP, plaintiff's counsel in the above captioned action. I submit this Declaration in support of Plaintiff's Motion for Leave to File a Second Amended Complaint.
2. Attached as Exhibit A is a copy of the stipulation between Plaintiff and Defendants, signed September 13, 2004, extending the briefing schedule in this action and permitting Plaintiff to file his First Amended Complaint.
3. Attached as Exhibit B is a copy of the Notice of Tag Along filed with the Judicial Panel on Multidistrict Litigation.
4. Attached as Exhibit C is a copy of the February 20, 2004 Order of the Judicial panel on multidistrict litigation transferring actions alleging market timing and late trading in mutual fund shares to the District of Maryland pursuant to 28 U.S.C. §1407.
5. Attached as Exhibit D is a redlined version of Plaintiff's [proposed] Second Amended Derivative Complaint.
6. Attached as Exhibit E is a copy of the Stipulation and Order Staying the MDL Actions Against the Canary Defendants in Contemplation of Settlement in MDL 1586.
6. Attached as Exhibit F is a copy of the docket entry, taken from Pacer system, approving by Paperless Order the Stipulation and Order Staying the MDL Actions Against the Canary Defendants in Contemplation of Settlement.

Dated: 12/23/04



Timothy N. Mathews